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6 Attorneys for Defendants

7 VALERO REFINING COMPANY-CALIFORNIA

and VALERO MARKETING AND SUPPLY COMPANY

9 UNITED STATES DISTRICT COURT

10 NORTHERN DISTRICT OF CALIFORNIA

11 OAKLAND DIVISION

12
13 _____
14 PETROLEUM SALES, INC.,)

15 Plaintiff,)

16 vs.)

17 VALERO REFINING COMPANY –)
18 CALIFORNIA, VALERO MARKETING)
AND SUPPLY COMPANY, and DOES 1)
19 through 20,)

20 Defendants.)
_____)

No. C 05-3526 SBA

DECLARATION OF ROBERT C.
PHELPS IN SUPPORT OF MOTION
FOR AWARD OF ATTORNEYS'
FEES

Date: March 6, 2007

Time: 1:00 P.M.

Courtroom: 3

1 I, ROBERT C. PHELPS, declare as follows:

2 1. I am an attorney licensed to practice before this Court and all courts of the
3 State of California. I am a member of the law firm of Pillsbury Winthrop Shaw Pittman
4 LLP, counsel for Defendants Valero Refining Company – California and Valero Marketing
5 and Supply Company (“Defendants”) in the above captioned matter. I have actual
6 knowledge of the matters stated in this declaration and could and would so testify if called
7 as a witness. I make this declaration in support of Defendants' application for fees and
8 costs and to provide the information set forth in Civil Local Rule 54-6(b).

9 2. Defendants submit that they should recover from Plaintiff the fees and costs
10 Defendants actually incurred in this matter. Defendants do not seek recovery for any
11 amounts they did not actually incur.

12 3. Attached hereto as Exhibit A are true and correct copies of portions of
13 exemplars of the Contract Dealer Account Supply Agreement and the Contract Dealer
14 Account Identifications and Equipment Agreement. Complete copies of these agreements
15 are attached (and filed under seal) as Exhibit R to the Declaration of Robert C. Phelps In
16 Support of Defendants' Motion for Summary Judgment (Dkt. No. 72).

17 **Local Rule 54-6(b)(1) statement.**

18 4. On December 27, 2006, I spoke with Dane Durham, counsel for Plaintiff.
19 We discussed the proposed motion. I advised Mr. Durham of the grounds on which
20 Defendants would be seeking a fee award. I asked Mr. Durham if he had any questions
21 regarding the proposed motion and he told me he did not.

22 **Civ. L.R. 54-6(b)(2) Statement**

23 5. Attached hereto as Exhibit B is a true and correct summary of all charges my
24 firm billed Defendants for handling this matter. I have redacted certain work descriptions
25 that disclose the substance of attorney work product or attorney client communications.
26 This summary reflects all amounts actually billed to Defendants for this matter, with one
27 exception. The time entries for work done in December 2006, have not yet been billed to
28

1 Defendants. This is solely due to the fact that the month of December has not ended and
 2 my firm's bills for December time have not been sent out. However, I anticipate that any
 3 December time reflected in Exhibit B will be billed to Defendants in the ordinary course of
 4 business in early January 2007, and will be paid by Defendants in the ordinary course of
 5 business.

6 6. This report was generated from the time-keeping system used by Pillsbury
 7 Winthrop Shaw Pittman in the ordinary course of its business. Contemporaneous time
 8 records are kept daily by all timekeepers (attorneys, paralegals, litigation support
 9 personnel). Billing is normally done in tenth of an hour increments, and tasks are separated
 10 according to standard ABA Task Codes. In certain circumstances, Pillsbury Winthrop
 11 chose not to bill Defendants for work actually done. That work is reflected in the report
 12 with 0.00 listed as the number of billed hours. Defendants do not seek recovery of any
 13 additional fees relating to work for which Defendants were not charged.

14 7. Based on the ABA Task Codes, the billable time incurred in this matter
 15 breaks down as follows:

Task Code	Description	Hours	% of Total	Fees
L110	Fact investigation/development	16.80	1.70%	\$ 8,706.50
L120	Analysis/strategy	27.60	2.79%	\$ 11,944.00
L140	Document/file management	8.00	0.81%	\$ 1,225.00
L160	Settlement	18.70	1.89%	\$ 8,958.50
L210	Pleadings	11.80	1.19%	\$ 5,573.00
L230	Court mandated conferences	28.20	2.85%	\$ 10,456.00
L240	Dispositive motions	111.90	11.31%	\$ 54,241.50
L250	Other written motions or submissions	39.80	4.02%	\$ 22,885.00
L310	Written discovery	159.00	16.08%	\$ 68,233.00
L320	Document production	318.00	32.15%	\$105,240.50
L330	Depositions	140.90	14.25%	\$ 75,559.50
L340	Expert depositions	27.10	2.74%	\$ 15,582.50
L350	Discovery motions	80.20	8.11%	\$ 32,957.00
L390	Other discovery	1.00	0.10%	\$ 515.00
		989.00		\$422,077.00

1 8. Defendants were billed on this matter at the customary hourly rates my firm
2 charges Defendants.

3 9. For the Court's convenience, following is a "key" to certain names that
4 appear repeatedly in the time records:

5 Karen Thompson – in house legal counsel for Defendants
6 Melody Morris – in house legal counsel for Defendants
7 Elliot Bowytz – in house legal counsel for Defendants
8 Brenda Trumbull – in house paralegal for Defendants
9 Teresa Haverfield-Schwartz – in house paralegal for Defendants
10 Marshall Wells – attorney for non-party MPSI Systems
11 Brendan Patrick – litigation support, Pillsbury Winthrop
12 Tim Mayfield – litigation support, Pillsbury Winthrop
13 Donna Hunter – paralegal, Pillsbury Winthrop
14 Robert D'Arcy – paralegal, Pillsbury Winthrop
15 Jan Molitor – paralegal, Pillsbury Winthrop

16 10. In addition, there are several references in the time records to "Ishaq" or the
17 "Ishaq case." These entries refer to a separate lawsuit pending in San Francisco Superior
18 Court in which PSI is a plaintiff and Valero a defendant. Because discovery requests in this
19 matter overlapped in some instances with discovery requests in the *Ishaq* case, Defendants'
20 counsel in this matter worked with attorneys at Latham & Watkins (the law firm
21 representing Defendants in *Ishaq*) from time to time to avoid duplication of effort.

22 11. Defendant Valero Refining Company-California ("Valero Refining") was
23 the original signatory to the contracts with Plaintiff, and that Valero Refining subsequently
24 assigned its interests in the contracts to Valero Marketing. While Valero Refining did not
25 have a contractual relationship with Plaintiff during the relevant time period—indeed, that
26 fact formed the basis for summary judgment in Valero Refining's favor—this lawsuit arose
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700591650v1

1 out of the contracts originally between Plaintiff and Valero Refining. In any event, little (if
 2 any) incremental work in defending the case was done solely on behalf of Valero Refining.

3 **Civ. L.R. 54-6(b)(3) Statement**

4 12. I am the lead attorney who was responsible for handling this matter on
 5 behalf of Defendants. I am a 1982 graduate of the University of Minnesota Law School
 6 and have been a member of the California Bar since 1982. I am admitted to all state and
 7 federal courts in California, as well as the U.S. Fourth and Ninth Circuit Courts of Appeals
 8 and the United State Supreme Court. I have been a partner in Pillsbury Winthrop Shaw
 9 Pittman since 1995. From 2000-2002, I was a partner in the firm of Skjerven, Morrill,
 10 MacPherson LLP in San Francisco. I rejoined Pillsbury as a partner in 2003. My
 11 customary hourly billing rate, which increased over the course of this action (and which
 12 was charged in this matter), ranged from \$515/hour to \$575/hour.

13 13. I have represented plaintiffs and defendants in antitrust and unfair business
 14 practices cases for my entire career. For approximately 15 years, I have specialized in
 15 representing oil companies in franchise, antitrust and unfair business practices cases
 16 relating to the operations of service stations. I have handled such matters in arbitrations and
 17 in state and federal trial courts in California, Hawaii, Nevada, Texas, Louisiana, Florida,
 18 Georgia and Alaska. In addition to my work for Defendants in this matter, I have
 19 represented Chevron U.S.A. Inc., in service station and antitrust cases before the California
 20 Court of Appeal, the U.S. Fourth Circuit Court of Appeals, the U.S. Ninth Circuit Court of
 21 Appeals and the U.S. Supreme Court.

22 14. I am the author of "Business & Professions Code Section 17200: Taking A
 23 'Fairness' Case to Judgment," published in Vol. 8, No. 2 of *Competition*, the journal of the
 24 Antitrust and Unfair Competition Law Section of the State Bar of California. In 1998, I
 25 successfully defended Chevron U.S.A. Inc., in a nationwide class action brought by current
 26 and former Chevron dealers who claimed they were cheated because Chevron allegedly
 27 included a hidden rent charge in the price they paid for gasoline. I was co-lead counsel in
 28

1 the jury phase of the case (resolved in Chevron's favor after a three month trial) and led
2 Chevron's successful defense of plaintiffs' claim under section 17200. That claim sought
3 more than \$1 billion in monetary relief. *See Lowe, et al. v. Chevron U.S.A. Inc.*, CCH
4 Business Franch. Guide, ¶ 11,572 (San Francisco Superior Court, 1998).

5 15. I was principally assisted in defending this matter by Ranah L. Esmaili, an
6 associate attorney at Pillsbury Winthrop. Ms. Esmaili is a 2004 graduate of Boalt Hall.
7 Along with her J.D. from Boalt, she received a joint M.A. degree in International Relations
8 and International Economics from the Paul H. Nitze School of Advanced International
9 Studies at Johns Hopkins University. Ms. Esmaili's customary hourly billing rate, billing
10 rate, which increased over the course of this action (and which was charged in this matter),
11 ranged from \$235/hour to \$365/hour.

12 16. In March 2006, during the heavy document review/production phase of the
13 case, Ms. Esmaili and I were also assisted by then Pillsbury Winthrop associate attorney
14 Elizabeth Stone in reviewing documents potentially responsive to Plaintiff's multiple
15 document requests. Ms. Stone is a member of the California Bar and a 2005 graduate of the
16 Hastings College of the Law. Ms. Stone's customary hourly billing rate, which was
17 charged in this matter, was \$265/hour.

18 17. To manage, review and produce documents potentially responsive to
19 Plaintiff's multiple document requests, we used a computer based litigation support
20 program known as Concordance. Documents to be reviewed were loaded on Concordance
21 and reviewed by Pillsbury Winthrop attorneys for responsiveness and possible privilege
22 issues. Documents were produced to Plaintiff's counsel in electronic (.pdf) format. Those
23 electronic productions were generated from the Concordance database. Pillsbury Winthrop
24 litigation support personnel (principally Mr. Brendan Patrick and Mr. Tim Mayfield) were
25 responsible for physically loading the documents onto Concordance, managing the
26 databases and creating the electronic production media (CD-ROMs). Pillsbury's
27 customary hourly charge for litigation support services is \$200/hour. Additional paralegal
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1 support was provided by Robert D'Arcy and Donna Hunter, whose customary hourly
2 billing rates, which were charged in this matter, were \$185/hour and \$125/hour,
3 respectively.

4 18. In the interest of efficiency, Ms. Esmaili and I divided the work load in this
5 case. I took primary responsibility for defending the depositions Plaintiff took of Valero
6 personnel and for deposing the Plaintiff's president (Mr. Shimek) and other key witnesses
7 for Plaintiff, including all three of the Rule 26 expert witnesses designated by Plaintiff. Ms.
8 Esmaili also deposed certain witnesses identified by Plaintiff. In addition, she was
9 principally responsible for responding to Plaintiff's multiple written discovery requests and
10 drafting responses to all of the discovery motions filed by Plaintiff.

11 19. I was the principal author of Defendants' summary judgment papers. Ms.
12 Esmaili assisted, and was responsible for Defendants' objections to the evidence submitted
13 with Plaintiff's opposition to Defendants' summary judgment motion (discussed at pp. 9-18
14 of the Court's summary judgment opinion).

15 20. Some work was also done on behalf of Defendants by Bruce McDiarmid,
16 Esq. Mr. McDiarmid represented Defendants in pre-litigation discussions/negotiations with
17 Plaintiff that led up to Valero Marketing and Supply Company's November 2003 decision
18 to temporarily withdraw Facilities Allowances paid to Plaintiff. Mr. McDiarmid assisted in
19 locating documents relevant to that time period and also provided background information
20 and guidance regarding the underlying dispute.

21 21. Mr. McDiarmid is a 1974 graduate of Harvard Law School. He is the leader
22 of Pillsbury Winthrop's Franchising & Distribution Practice Team. He represents a wide
23 range of clients in the marketing and distribution of goods and services. His practice focus
24 includes the drafting of distributor, dealer and franchise agreements, compliance with
25 antitrust, franchise and other trade regulation laws, the purchase and sale of businesses
26 engaged in the marketing and distribution of goods and services, dealer relations, credit
27 matters and analysis and lobbying of proposed legislation relating to marketing and
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1 distribution matters. Mr. McDiarmid's customary hourly billing rate, which was charged in
2 this matter, is \$740/hour.

3 22. Defendants' discovery was closely focused on the issues in this case.
4 Defendants propounded only one set of interrogatories and two sets of document requests.
5 Though Plaintiff's responses to Defendants' interrogatories identified a total of 40 potential
6 witnesses, Defendants took only seven fact witness depositions, none of which lasted more
7 than a single day. Defendants deposed PSI's owner (Mr. Shimek), its former general
8 manager (Mr. Trimble), its bookkeeper/accountant (Ms. Paul), the contractor with whom
9 Plaintiff worked to install credit card processing systems at Plaintiffs' four service stations
10 (Ms. Scarola), its supervisor and general managers familiar with the circumstances
11 surrounding Plaintiff's decision to use its own processing system (Robert Gargollo, Edy
12 Diaz and Luis Valencia). Mr. Valencia, whose deposition was scheduled on the same day
13 as another deponent, failed to appear.

14 23. From December 31, 2005 to August 29, 2006, Plaintiff propounded twenty-
15 one (21) separate sets of discovery requests – 13 sets of document requests, 5 sets of
16 interrogatories and 3 sets of requests for admission. Plaintiff served these requests
17 piecemeal, often propounding only a few requests at a time and only weeks or even days
18 apart. For instance, after propounding its first twenty-five document requests in December
19 2005, Plaintiff then propounded another eight (on April 3, 2006), two more (on May 23,
20 2006), four more (on June 8, 2006), two more (on June 16, 2006), four more (on June 26,
21 2006), three more (on July 10, 2006), eight more (on July 29, 2006), two more (on August
22 2, 2006), five more in two distinct sets (on August 5, 2006), and three more (on August 29,
23 2006). This burdensome manner of propounding discovery requests drove of the pre-trial
24 costs for Defendants substantially.

25 24. Plaintiff also pursued an expensive discovery motion practice. Plaintiff
26 brought seven separate discovery motions in the form of Discovery Dispute Letters, each
27 disputing anywhere from two to seventeen of Defendants' discovery responses. *See*

1 Discovery Dispute Letters to Magistrate Judge James, Dkt. 36, filed April 27, 2006; Dkt.
 2 37, filed April 27, 2006; Dkt. 38, filed April 27, 2006; Dkt. 39, filed April 27, 2006; Dkt.
 3 48, filed August 19, 2006; Dkt. 49, filed April 28, 2006; Dkt. 52, filed September 25, 2006.
 4 Defendants, on the other hand, brought none. Plaintiff only partially prevailed on one of its
 5 motions. *See* Order re Plaintiff's Request for Production of Documents, Dkt. 51, entered
 6 September 18, 2006. Magistrate Judge James ruled against Plaintiff on the rest. *See* Orders
 7 re: Discovery Dispute Letters, Dkt. 40, entered May 3, 2006; Dkt. 50, September 11, 2006;
 8 Dkt. 55, entered October 24, 2006.

9 25. These discovery disputes were initiated solely by Plaintiff. Each time a
 10 dispute arose, counsel for Defendants was required to meet-and-confer in person with
 11 counsel for Plaintiff to attempt to resolve the dispute and, once such efforts proved
 12 unsuccessful, to draft an insert into the Discovery Dispute Letters prepared by counsel for
 13 Plaintiff setting forth Defendants' position on the dispute. *See* Notice of Reference, Dkt.
 14 32, entered April 6, 2006; Magistrate Judge James' Standing Order re Discovery, ¶ 3

15 **Reimbursement for Additional Costs**

16 26. Defendants* also seek reimbursement of additional costs not otherwise
 17 recoverable under Civ. L.R. 54-3.

18 27. Plaintiff designated three expert witnesses (Messrs. Morse/Retail Petroleum
 19 Consultants, Inc.; Trimble and Ben-Zion). Defendants incurred expenses in connection
 20 with those depositions, as the expert witnesses billed Defendants the following amounts for
 21 their depositions:

22 Michael Trimble	\$ 185.41
23 Retail Petroleum Consultants, Inc.	\$1,988.40
24 Dr. Barry Ben-Zion	<u>\$2,280.00</u>
25 TOTAL	\$4,453.81

26 28. Attached hereto as Exhibits C to E are true and correct copies of invoices
 27 received from Plaintiff's experts. These invoices have been paid.

1 I declare under penalty of perjury that the foregoing is true and correct and that this
2 declaration was executed this 28th day of December, 2006 in San Francisco, California.

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5 By /s/ Robert C. Phelps
6 Robert C. Phelps
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EXHIBIT A

VALERO PROPRIETARY R/S#: 73573 (REC 01/05)

ARTICLE 22: HEADINGS

The headings of the Articles and Sections of this SUPPLY AGREEMENT exist for convenience only and do not in any way explain, limit, amplify, or otherwise affect the rights, obligations, and agreements contained in this SUPPLY AGREEMENT.

ARTICLE 23: NOTICES

Section 23.1. Proper Methods

Except where specifically required otherwise in this SUPPLY AGREEMENT, the following must occur to meet the requirement for due notice:

- (A) The party giving notice must post to the other party a properly addressed written message by certified mail, with return receipt requested, and with adequate postage;
- (B) The party giving notice must send to the other party a properly addressed written message by a nationally recognized overnight carrier; or
- (C) The party giving notice must have a written message personally delivered to the address of the other party.

Section 23.2. Date

The date of posting proper notice by certified mail, sending proper notice by overnight carrier, or of making personal delivery to the address of the other party, will constitute the date of giving the notice, except for change of address, which must be received by the other party to be effective and becomes effective the date of its receipt.

Section 23.3. Addresses

Notices should be given to VALERO at One Valero Place, San Antonio, TX 78212-3196, Attention: Vice President, Retail Marketing and to DEALER at PREMISES.

ARTICLE 24: SAFETY AND HEALTH INFORMATION

VALERO has furnished DEALER information including, but not limited to, Material Safety Data Sheet(s) concerning the safety and health aspects of PRODUCTS and/or containers for PRODUCTS. DEALER agrees to communicate information and warnings to all persons DEALER can reasonably foresee may be exposed to or may handle PRODUCTS and/or containers for PRODUCTS including, but not limited to, DEALER's employees, agents, contractors, and customers.

ARTICLE 25: SIGNATURES REQUIRED

No part of this SUPPLY AGREEMENT is valid or binding on the parties unless this SUPPLY AGREEMENT is signed by both DEALER and VALERO's authorized designee or other employee with authority to execute this agreement for VALERO.

ARTICLE 26: REIMBURSEMENT OF COSTS

In the event of any lawsuit between VALERO and DEALER arising out of or relating to the transactions or relationship contemplated by this SUPPLY AGREEMENT (regardless of whether such action alleges breach of contract, tort, violation of a statute or any other cause of action), the substantially prevailing party shall be entitled to recover its reasonable costs of suit including its reasonable attorneys' fees. If a party substantially prevails on some aspects of such action but not others, the court may apportion any award of costs or attorneys' fees in such manner as it deems equitable.

VALERO PROPRIETARY R/S# 73873 (REV. 07/02/01)

Section 17.3. Addresses

Notices should be given to VALERO at One Valero Place, San Antonio, TX 78212-3196, Attention: Vice President, Retail Marketing and to DEALER at PREMISES.

ARTICLE 18: SIGNATURES REQUIRED

No part of this ID & EQUIPMENT AGREEMENT is valid or binding on the parties unless this ID & EQUIPMENT AGREEMENT is signed by both DEALER and VALERO's authorized designee or other employee with authority to execute such agreements for VALERO.

ARTICLE 19: REIMBURSEMENT OF COSTS

DEALER will promptly reimburse VALERO on demand for all costs, fees (including attorneys' and experts' fees), and expenses incurred by VALERO in enforcing its rights or remedies under this ID & EQUIPMENT AGREEMENT.

ARTICLE 20: SEVERABILITY OF PROVISIONS

Section 20.1. Intent

Neither party intends to violate statutory or common law.

Section 20.2. Violative Words Not Binding

If any sentence, paragraph, clause, or combination in this ID & EQUIPMENT AGREEMENT violates or is voided by any LAWS, then the violative words or portions of any sentence, paragraph, clause, or combination will be considered stricken and not binding.

Section 20.3. Right to Petition

If, in either VALERO's or DEALER's judgment, the binding portions remaining of this ID & EQUIPMENT AGREEMENT do not acceptably define the rights and obligations of the parties, either party may petition a court with jurisdiction to reform the stricken provisions to reflect as much as possible the original intent of the parties.

ARTICLE 21: LIMITATIONS ON ACTIONS

Any claims or causes of action of DEALER that arise under this ID & EQUIPMENT AGREEMENT will be barred and will be of no effect unless asserted by DEALER in a court of competent jurisdiction not later than one (1) year after the day the basis of the claim or cause of action accrues.

ARTICLE 22: SURVIVAL

Any covenant, obligation, or liability which arose, may have arisen, or was incurred by VALERO or DEALER as a result of this ID & EQUIPMENT AGREEMENT will survive the expiration, termination, or cancellation of this ID & EQUIPMENT AGREEMENT unless agreed to otherwise in writing by DEALER and VALERO.

ARTICLE 23: ENTIRE AGREEMENT

Section 23.1. Integration

23.1.1 THIS ID & EQUIPMENT AGREEMENT (INCLUDING THE ATTACHMENTS, EXHIBITS, AND ADDENDA, IF ANY, WHICH ARE INCORPORATED FOR ALL PURPOSES) CONTAINS THE ENTIRE AGREEMENT

EXHIBIT B

12/27/2006
4:45 PM

Pillsbury Winthrop Shaw Pittman LLP
Time Detail by Matter

Report: _TIME309
Page: 1

WIP Included: Unbilled, Billed
Time Included: Billable, NonBillable, Accountable

From Transaction Date 8/1/2005 To Transaction Date 12/20/2006

Client

Matter

Timekeeper

Tran Date
Time #

Post Date

Phase

Task

WIP Stat

Billable
Prebill/Bill#

To Bill Hours

To Bill Value

Billed Hours

Billed Value *

00000005 Petroleum Sales, Inc. vs.

Bill Atty:

05567

McDiarmid, Bruce W.

084909 Valero Refining - Texas, L.P.

Phlaask_Task_Code: C100

005567 McDiarmid, Bruce W.

6/21/2006
24693190

6/22/2006

C100

C100

Billed

Billable
7253196

0.00

0.30

\$222.00

Find clean copies of emails from privilege log.

TOTAL Timekeeper 05567

0.00

0.30

\$222.00

Phlaask_Task_Code C100 Totals

0.00

0.30

\$222.00

Phlaask_Task_Code: C200

42433 Kerns, Zachary

10/11/2006
25144837

10/26/2006

C200

C200

Billed

Billable
7282233

0.00

0.00

Assist Robert Phelps in finding a case not yet published.

Phlaask_Task_Code: C300

05567 McDiarmid, Bruce W.

9/27/2005
23736806

9/29/2005

C300

C300

Billed

Billable
7165900

0.00

0.10

\$65.50

Email re conversation with Shimex's lawyer.

2/8/2006
24232150

2/9/2006

C300

C300

Billed

Billable
7208160

0.00

0.50

\$370.00

Telephone conference with Bob Phelps and Eliot Bowlyz re [REDACTED]

9/19/2006
25018174

9/20/2006

C300

C300

Billed

Billable
7282229

0.00

0.30

\$222.00

Email to Bob Phelps re waiver of consequential damages.

11/3/2006
25194070

11/6/2006

C300

C300

Billed

Billable
7290543

0.00

0.20

\$148.00

Telephone conference with Ranah Esmali re original settlement offer to Shimex.

TOTAL Timekeeper 05567

0.00

1.10

\$805.50

Time Detail by Matter

Pillsbury Winthrop Shaw Pittman LLP

12/27/2006
4:45 PM

WIP Included: Unbilled, Billed

Time Included: Billable, NonBillable, Accountable

From Transaction Date 8/1/2005 To Transaction Date 12/20/2006

Client

Matter

Timekeeper

Tran Date

Time #

Post Date

Phase

Task

WIP Stat

Billable

Prebill/Bill#

To Bill Hours

To Bill Value

Billed Hours

Billed Value *

Phask_Task_Code C300 Totals

0.00

1.10

\$805.50

Phask_Task_Code: L110

01710 D'Arcy, Robert W.

6/14/2006

6/20/2006

L100

L110

Billed

Billable

0.00

0.00

\$0.00

24686401

7253196

Review legal files and begin preparation of indexed binders of discovery requests and responses

6/15/2006

6/20/2006

L100

L110

Billed

Billable

0.00

1.20

\$222.00

24686428

7253196

Finish preparation of indexed binder of discovery requests and responses

TOTAL Timekeeper 01710

0.00

1.20

\$222.00

03005 Mollitor, Jan

10/25/2006

11/1/2006

L100

L110

Billed

Billable

0.00

0.00

\$0.00

25185039

7282233

Oversee updating of discovery binder.

07049 Phelps, Robert C.

9/30/2005

10/3/2005

L100

L110

Billed

Billable

0.00

0.70

\$360.50

23760055

7165900

Review correspondence from PSI's counsel and proposed discovery (.5); memo to client re same (.2).

11/3/2005

11/29/2005

L100

L110

Billed

Billable

0.00

0.60

\$309.00

23964044

7183624

Review documents regarding refusal to use specified credit card processor.

12/7/2005

1/3/2006

L100

L110

Billed

Billable

0.00

0.30

\$154.50

24097368

7189875

Correspondence re revisions to plaintiff's damages theory/calculations.

1/6/2006

2/1/2006

L100

L110

Billed

Billable

0.00

1.60

\$920.00

24195078

7200220

Continue review of documents provided by PSI (.2); analysis of PSI financial performance while facility allowance was suspended (.4).

12/27/2006
4:45 PM

Pillsbury Winthrop Shaw Pittman LLP
Time Detail by Matter

Report: TIME309
Page: 3

WIP Included: Unbilled, Billed

Time Included: Billable, NonBillable, Accountable

From Transaction Date 8/1/2005 To Transaction Date 12/20/2006

Client

Matter

Timekeeper

Tran Date	Post Date	Phase	Task	WIP Stat	Billable Prebill/Bill#	To Bill Hours	To Bill Value	Billed Hours	Billed Value *
1/18/2006	2/1/2006	L100	L110	Billed	Billable 7200220	0.00		1.00	\$575.00
24195984									
Correspondence re pricing data (.2); telephone conference Melody Morris re (2); work on response to PSI discovery requests (.6).									
2/10/2006	2/28/2006	L100	L110	Billed	Billable	0.00		0.90	\$517.50
24286907					7208160				
Telephone conference Melody Morris and Blair Skellie; review documents.									
3/2/2006	4/3/2006	L100	L110	Billed	Billable	0.00		3.00	\$1,725.00
24423994					7218756				
Review Blair Skellie deposition									
3/6/2006	4/3/2006	L100	L110	Billed	Billable	0.00		0.70	\$402.50
24424988					7218756				
Review Skellie deposition.									
3/6/2006	4/3/2006	L100	L110	Billed	Billable	0.00		2.10	\$1,207.50
24424950					7218756				
Review client's documents re "in competition" issue.									
3/16/2006	4/3/2006	L100	L110	Billed	Billable	0.00		1.00	\$575.00
24428720					7218756				
Review files produced by PSI.									
5/17/2006	5/30/2006	L100	L110	Billed	Billable	0.00		0.60	\$345.00
24601412					7237358				
Review additional documents produced by PSI on May 17, 2006.									
6/20/2006	6/28/2006	L100	L110	Billed	Billable	0.00		0.30	\$172.50
24713382					7253196				
Review data from client regarding intra-state sources of fuel purchased by PSI from Valero.									
6/30/2006	7/5/2006	L100	L110	Billed	Billable	0.00		0.50	\$287.50
24754354					7253196				
Review MPSI materials supplied by client.									
7/11/2006	8/1/2006	L100	L110	Billed	Billable	0.00		0.50	\$287.50
24781160					7254937				
Conference call with Brenda Trumbull and Anthony Gavin re pricing issues.									

* Billed Value Column does not incorporate any premium or discount amount done at the time of billing.

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To Bill Value

Billed Hours

Billed Value *

7/12/2006	8/1/2006	L100	L110	Billed	Billable	7254937	0.00		0.50	
24845127										
Conference call with Brenda Turnbull and Anthony Gavin re pricing issues. *										
7/28/2006	8/1/2006	L100	L110	Billed	Billable	7254937	0.00		0.10	\$57.50
24824443										
Telephone conference MPSI re subpoena.										
8/1/2006	8/10/2006	L100	L110	Billed	Billable	7262160	0.00		0.20	\$115.00
24879507										
Review correspondence re sources of mogas sold to PSI.										
9/19/2006	9/20/2006 *	L100	L110	Billed	Billable	7282229	0.00		0.20	\$115.00
25017335										
Follow up re Hrbod facilities allowance payment issue.										
10/5/2006	11/1/2006	L100	L110	Billed	Billable	7282233	0.00		0.50	\$287.50
25173230										
Review "zip code survey" provided by Durham.										
TOTAL Timekeeper 07049							0.00		15.30	\$8,414.00
15369 Esmail, Ranah L.										
11/27/2005	11/30/2005	L100	L110	Billed	Billable	7183624	0.00		0.30	\$70.50
23965669										
Review court order re: initial disclosure and meet and confer deadlines; confer with B. Phelps re: same.										
TOTAL Timekeeper 15369							0.00		0.30	\$70.50
PhTask_Task_Code L120										
PhTask_Task_Code L110 Totals							0.00		16.80	\$8,706.50
07049 Phelps, Robert C.										
9/29/2005	9/30/2005	L100	L120	Billed	Billable	7165900	0.00		0.50	\$257.50
23747679										
Discuss research projects and initial disclosures.										

* Billed Value Column does not incorporate any premium or discount amount done at the time of billing.

Client
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WIP Included: Unbilled, Billed
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To Bill Value

Billed Hours

Billed Value *

10/3/2005 10/31/2005 L100 L120 Billed Billable 7172675 0.00 0.50 \$257.50

23859800

7172675

Discuss proposed discovery requests.

0.00

1.10

\$566.50

23860717

7172675

Review preliminary research re enforceability of consequential damage waiver (.7); discuss Robinson-Patman authority cited in Durham email (.4).

10/25/2005

10/31/2005

L100

L120

Billed

0.00

0.50

\$257.50

23863336

7172675

Discuss discovery plan and legal authorities provided by plaintiff's counsel.

12/28/2005

1/3/2006

L100

L120

Billed

0.00

0.50

\$257.50

24096347

7189875

Memo to client re timing summary judgment motion (.3); review Judge Armstrong's opinions re Rule 56(f) applications (.2).

1/5/2006

2/1/2006

L100

L120

Billed

0.00

3.10

\$1,782.50

24186141

7200220

Review research/case law re "functional availability" defense.

1/11/2006

2/1/2006

L100

L120

Billed

0.00

0.50

\$287.50

24208212

7200220

Review new Supreme Court Robinson-Patman case (Reeder-Simco).

3/7/2006

4/4/2006

L100

L120

Billed

0.00

2.30

\$1,322.50

24437136

7229126

Review pricing documents for possible production and to verify lack of Valero stations in PSI's price zones.

5/16/2006

5/30/2006

L100

L120

Billed

0.00

2.80

\$1,610.00

24601277

7237358

Review client materials to use in response to discovery requests and for possible use on summary judgment motion.

5/23/2006

5/30/2006

L100

L120

Billed

0.00

2.10

\$1,207.50

24601461

7237358

Review pricing and credit card information for use in possible summary judgment motion.

6/6/2006

6/22/2006

L100

L120

Billed

0.00

0.40

\$230.00

24665869

7253196

Correspondence with client re possible expert issues.

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To Bill Hours

To Bill Value

Billed Hours

Billed Value *

6/7/2006	6/22/2006	L 100	L 120	Billed	Billable	7253196	0.00	0.50	\$287.50
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24665935
Correspondence re potential witnesses/evidence re price zones, network issues and intrastate fuel production.

6/12/2006	6/22/2006	L 100	L 120	Billed	Billable	7253196	0.00	0.40	\$230.00
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24692528
Review client's documents for possible use as exhibits to summary judgment motion.

7/28/2006	8/1/2006	L 100	L 120	Billed	Billable	7254937	0.00	0.30	\$172.50
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24824433
Discuss case strategy with Karen Thompson.

9/21/2006	10/3/2006	L 100	L 120	Billed	Billable	7282229	0.00	0.50	\$287.50
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25064710
Review correspondence re proposed expert extension and respond.

9/29/2006	10/3/2006	L 100	L 120	Billed	Billable	7282229	0.00	0.10	\$57.50
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25064896
Follow up re Karen Thompson question regarding [REDACTED]

10/25/2006	11/1/2006	L 100	L 120	Billed	Billable	7282233	0.00	0.50	\$287.50
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25165603
Conference call with client re case strategy.

TOTAL Timekeeper 07049

0.00 16.60 \$9,359.00

55369 Esmail, Ranah L.

9/9/2005	10/3/2005	L 100	L 120	Billed	Billable	7165900	0.00	0.40	\$94.00
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23681276
Conference with B. Phelps re: case strategy.

9/29/2005	10/3/2005	L 100	L 120	Billed	Billable	7165900	0.00	1.00	\$235.00
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23760958
Review complaint and R. Phelps emails with client, and confer with R. Phelps re: initial legal research and discovery strategy.

10/3/2005	10/11/2005	L 100	L 120	Billed	Billable	7172675	0.00	2.90	\$681.50
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23781711
Research whether sophistication the parties to a contract negates allegations of unconscionability of adhesion contracts.

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Prebill/Bill#

To Bill Hours

To Bill Value

Billed Hours

Billed Value *

10/4/2005	10/11/2005	L 100	L 120	Billed	Billable	0.00		0.40	\$94.00
23785029					7172675				

Conference call with opposing counsel re: recent Ninth Circuit caselaw re: whether expert testimony is required to show competitive impact; review email from opposing counsel with caselaw; confer with B. Phelps re: same.

10/18/2005	10/28/2005	L 100	L 120	Billed	Billable	0.00		3.10	\$728.50
23817163					7172675				

Review opposing counsel's authority re: using experts for competitive impact analysis.

10/24/2005	10/28/2005	L 100	L 120	Billed	Billable	0.00		1.60	\$376.00
23834903					7172675				

Review treatises re: price discrimination to determine whether expert witnesses are used to prove price discrimination or injury.

10/25/2005	10/28/2005	L 100	L 120	Billed	Billable	0.00		1.60	\$376.00
23843151					7172675				

Review authorities re: elements to show a price discrimination claim; confer with B. Phelps re: next steps.

TOTAL Timekeeper 15369						0.00		11.00	\$2,585.00
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Phtask_Task_Code L120 Totals						0.00		27.60	\$11,944.00
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Phtask_Task_Code: L140

02937 Hunter, Donna F.

9/18/2006	10/3/2006	L 100	L 140	Billed	Billable	0.00		0.00	
25068439					7282229				

Prepared selected documents for production

9/26/2006	10/3/2006	L 100	L 140	Billed	Billable	0.00		1.00	\$125.00
25069554					7282229				

Preliminary Privilege log creation

9/27/2006	10/3/2006	L 100	L 140	Billed	Billable	0.00		4.00	\$500.00
25069639					7282229				

Preliminary Privilege log creation

TOTAL Timekeeper 02937						0.00		5.00	\$625.00
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12482 Mayfield, Tim

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To Bill Hours

To Bill Value

Billed Hours

Billed Value *

1/3/2006	2/1/2006	L 100	L 140	Billed	Billable	7200220	0.00		0.00	
24165140										
Discuss and deliver database specifications to T. Haverfield-Schwartz.										
1/4/2006	2/1/2006	L 100	L 140	Billed	Billable	7200220	0.00		0.00	
24165145										
Communication with T. Haverfield-Schwartz to discuss conversion of Lotus Notes files.										
3/23/2006	4/3/2006	L 100	L 140	Billed	Billable	7218756	0.00		0.25	\$50.00
24434742										
Provide information to R. Esmaili and B. Patrick regarding access to databases for non-Pillsbury users.										
6/20/2006	7/5/2006	L 100	L 140	Billed	Billable	7253196	0.00		1.00	\$200.00
24757620										
Convert document production into PDF, burn to disk and deliver to R. Esmaili; prepare rough draft of privilege log and forward to R. Esmaili.										
7/25/2006	8/1/2006	L 100	L 140	Billed	Billable	7254937	0.00		0.50	\$100.00
24860161										
Research documents in database and provide results to B. Trumbull.										
9/13/2006	9/15/2006	L 100	L 140	Billed	Billable	7282229	0.00		0.00	
25003276										
Database administration and end user assistance.										
10/16/2006	10/23/2006	L 100	L 140	Billed	Billable	7282233	0.00		1.25	\$250.00
25131576										
Research Mapinfo software, download and install software for R. Esmaili.										
TOTAL Timekeeper 12482							0.00		3.00	\$600.00
10/25/2006	10/30/2006	L 100	L 140	Billed	Billable	7282233	0.00		0.00	
25155298										
Update and index Valero discovery binders.										
Phtask_Task_Code L140 Totals							0.00		8.00	\$1,225.00

Phtask_Task_Code: L160

07049 Phelps, Robert C.

* Billed Value Column does not incorporate any premium or discount amount done at the time of billing.

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Tran Date	Post Date	Phase	Task	W/P Stat	Billable	Prebill/Bill#	To Bill Hours	To Bill Value	Billed Hours	Billed Value *
12/15/2005	1/3/2006	L 100	L 160	Billed	Billable		0.00		0.20	\$103.00
24093887					7189875					
Correspondence re ADR order and CMC statement.										
12/21/2005	1/3/2006	L 100	L 160	Billed	Billable		0.00		0.30	\$154.50
24095839					7189875					
Correspondence with PSI's counsel re court request regarding ADR order.										
1/9/2006	2/1/2006	L 100	L 160	Billed	Billable		0.00		0.10	\$57.50
24207657					7200220					
Review order re magistrate judge reference.										
1/10/2006	2/1/2006	L 100	L 160	Billed	Billable		0.00		0.10	\$57.50
24207946					7200220					
Review order re referral to Magistrate Chen for settlement proceedings.										
2/1/2006	3/1/2006	L 100	L 160	Billed	Billable		0.00		0.60	\$345.00
24299662					7208160					
Correspondence re mediation; correspondence with client re same.										
2/2/2006	3/1/2006	L 100	L 160	Billed	Billable		0.00		0.40	\$230.00
24299825					7208160					
Correspondence with mediator re preliminary issues; review court order re pre-mediation conference.										
2/7/2006	3/1/2006	L 100	L 160	Billed	Billable		0.00		0.20	\$115.00
24301895					7208160					
Correspondence from mediator re timeline for voluntary ADR sessions.										
4/28/2006	5/1/2006	L 100	L 160	Billed	Billable		0.00		0.20	\$115.00
24516989					7229126					
Conference call with court appointed mediator re status of case.										
5/4/2006	6/1/2006	L 100	L 160	Billed	Billable		0.00		0.90	\$517.50
24636971					7237358					
Conference call with court mediator (0.5); correspondence with client regarding same (0.2); follow up regarding proposed mediation dates (0.2).										
5/10/2006	5/26/2006	L 100	L 160	Billed	Billable		0.00		0.40	\$230.00
24596126					7237358					
Correspondence with Durham and mediator re mediation deadline.										

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Tran Date	Post Date	Phase	Task	W/P Stat	Billable	Prebill/Bill#	To Bill Hours	To Bill Value	Billed Hours	Billed Value *
6/26/2006	7/5/2006	L 100	L 160	Billed	Billable		0.00		0.20	\$115.00
24755692					7253196					
Review order re settlement conference.										
6/27/2006	7/5/2006	L 100	L 160	Billed	Billable		0.00		0.40	\$230.00
24749615					7253196					
Review order re settlement conference (2); memo to client re same (2).										
9/14/2006	10/3/2006	L 100	L 160	Billed	Billable		0.00		0.20	\$115.00
25070224					7282229					
Correspondence with client re mediation (1); correspondence with Durham re same (1).										
9/25/2006	9/29/2006	L 100	L 160	Billed	Billable		0.00		0.80	\$460.00
25048243					7282229					
Telephone conference Durham re mediation issues (3); review correspondence re same (2); telephone conference (2) Steven Goldstein re mediation (3).										
9/26/2006	9/29/2006	L 100	L 160	Billed	Billable		0.00		0.20	\$115.00
25048474					7282229					
Review court notice re mediation and final version of stipulation regarding mediation date.										
11/6/2006	12/1/2006	L 100	L 160	Billed	Billable		0.00		1.10	\$632.50
25270062					7290543					
Correspondence from mediator (1); draft mediation statement (1.0).										
11/8/2006	12/1/2006	L 100	L 160	Billed	Billable		0.00		3.60	\$2,070.00
25283401					7290543					
Attend mediation session.										
11/9/2006	12/1/2006	L 100	L 160	Billed	Billable		0.00		0.10	\$57.50
25283635					7290543					
Review order re mediation.										
11/13/2006	12/1/2006	L 100	L 160	Billed	Billable		0.00		0.10	\$57.50
25270281					7290543					
Review settlement letter from Durham.										
11/20/2006	12/1/2006	L 100	L 160	Billed	Billable		0.00		0.20	\$115.00
25274758					7290543					
Telephone conference Karen Thompson re settlement issues (1); review correspondence from Durham re same (1).										
TOTAL Timekeeper 07049							0.00		10.30	\$5,892.50

* Billed Value Column does not incorporate any premium or discount amount done at the time of billing.

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Matter	Tran Date	Post Date	Phase	Task	W/P Stat	Billable	To Bill Hours	To Bill Value	Billed Hours	Billed Value *
Timekeeper	Time #					Prebill/Bill#				
5369 Esmaili, Ranah L.										
	11/3/2006	11/8/2006	L100	L160	Billed	Billable	0.00		3.40	\$1,241.00
25195697						7290543				
Review plaintiff's mediation statement (.3); research ADR Local Rules re: required contents of mediation statements (.3); draft and revise defendants' mediation statement (2.5); incorporate B. Phelps' comments into same (.3).										
	11/6/2006	11/8/2006	L100	L160	Billed	Billable	0.00		5.00	\$1,825.00
25195670						7290543				
Confer with K. Thompson re: [REDACTED] (.1); revise and prepare to serve mediation statement (.4); review documents provided by Latham and other documents provided by Valero for privilege and responsiveness to J. James' Sept. 18 order (4.5).										
	12/7/2006	12/13/2006	L100	L160	W/P	Billable	0.70	255.50	0.00	
25303434										
Draft letter to Magistrate Chen re: continuing settlement conference (.5); emails with B. Phelps re: call law clerk re: evidentiary objections (.2).										
	12/8/2006	12/13/2006	L100	L160	W/P	Billable	1.20	438.00	0.00	
25303420										
Draft and revise stipulation and proposed order extending time to complete settlement conference (.7); confer with D. Durham re: approval of stipulation (.2); e-file same (.3).										
	12/12/2006	12/13/2006	L100	L160	W/P	Billable	1.40	511.00	0.00	
25313218										
Call to Judge Armstrong's chambers to determine whether proposed order to extend settlement cut-off has been signed (.3); email B. Phelps re: same (.1); review PSIs administrative application to file court reporter certifications (.2); research whether filing certifications late cures defect in authentication. (.8)										
	12/13/2006	12/18/2006	L100	L160	W/P	Billable	1.90	693.50	0.00	
25318512										
Calls with court clerks at Judge Armstrong and Chen's chambers re: rescheduling settlement conference (.4); confer with B. Phelps re: same (.2); confer with B. Phelps re: various pretrial motions to begin preparing and to discuss potential motions in limine and jury instructions for the Robinson-Pattman claim (.4); redact privileged documents in preparation to produce pricing-related documents in response to Court Order (.9).										
TOTAL Timekeeper 15369							5.20	\$1,898.00	8.40	\$3,066.00
Phlask_Task_Code L160 Totals							5.20	\$1,898.00	18.70	\$8,958.50

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Tran Date	Post Date	Phase	Task	W/P Stat	Billable	Prebill/Bill#	To Bill Hours	To Bill Value	Billed Hours	Billed Value *
9/15/2005	10/3/2005	L200	L210	Billed	Billable		0.00		2.00	\$1,030.00
23763990					7165900					
Draft/revise answer to complaint.										
9/23/2005	10/3/2005	L200	L210	Billed	Billable		0.00		0.70	\$360.50
23761406					7165900					
Revise answer (.4); telephone conference Karen Thompson re same (.3).										
9/26/2005	9/30/2005	L200	L210	Billed	Billable		0.00		0.60	\$309.00
23746460					7165900					
Waiver of service forms (.5); telephone conference Durham re same (.1).										
9/27/2005	9/30/2005	L200	L210	Billed	Billable		0.00		0.90	\$463.50
23746508					7165900					
Telephone conference PSI counsel (.5); memo to client re same (.4).										
10/27/2005	10/31/2005	L200	L210	Billed	Billable		0.00		0.50	\$257.50
23863846					7172675					
Correspondence with client re answer (.2); telephone conference Durham re same (.3).										
10/28/2005	10/31/2005	L200	L210	Billed	Billable		0.00		0.20	\$103.00
23864311					7172675					
Correspondence re extension of time to answer and information needed for answer.										
11/2/2005	12/1/2005	L200	L210	Billed	Billable		0.00		0.50	\$257.50
23970873					7183624					
Correspondence with client regarding "interested parties" certification; review organization charts regarding same.										
11/3/2005	11/29/2005	L200	L210	Billed	Billable		0.00		3.10	\$1,596.50
23963996					7183624					
Draft/revise "interested party" certifications (0.4); draft answer for Valero Marketing and Supply (2.1); revise Valero Refining Answer (0.6).										
11/7/2005	11/29/2005	L200	L210	Billed	Billable		0.00		1.50	\$772.50
23964099					7183624					
Telephone call client's assistant regarding issue for answers (2) (0.4); revise answers and finalize for filing (1.1).										
TOTAL Timekeeper 07049							0.00		10.00	\$5,150.00

15369

Esmail, Ranah L.

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W/P Stat

Billable

Prebill/Bill#

To Bill Hours

To Bill Value

Billed Hours

Billed Value *

9/11/2005

23681791

10/3/2005

L200

L210

Billed

Billable

7165900

0.00

0.40

\$94.00

Research affirmative defenses to price discrimination claim.

11/1/2005

23897463

11/29/2005

L200

L210

Billed

Billable

7183624

0.00

0.40

\$94.00

Review client comments on draft answer to complaint and related emails.

11/7/2005

23908251

11/29/2005

L200

L210

Billed

Billable

7183624

0.00

1.00

\$235.00

Draft and revise notice of appearance; confer with L. Pollitt re: same.

TOTAL Timekeeper 15369

0.00

1.80

\$423.00

Phtask_Task_Code L210 Totals

0.00

11.80

\$5,573.00

Phtask_Task_Code: L230

9/7049

Pheips, Robert C.

12/1/2005

24092679

1/3/2006

L200

L230

Billed

Billable

7189875

0.00

0.70

\$360.50

Review PSI's initial meet and confer re CMC and ADR issues (.3); draft response (.4).

12/6/2005

24093543

1/3/2006

L200

L230

Billed

Billable

7189875

0.00

1.10

\$566.50

Telephone conference Karen Thompson re issues for CMC statement and witness/document disclosures (.3); correspondence with Durham re further revisions to CMC statement draft (.6); review correspondence to client re ADR certification (.2).

12/12/2005

24097701

1/3/2006

L200

L230

Billed

Billable

7189875

0.00

1.00

\$515.00

Discuss approach to disputed facts in case management statement (.5); review draft ADR stipulation/order (.3); correspondence with PSI counsel re ADR (.2).

12/13/2005

24098026

1/3/2006

L200

L230

Billed

Billable

7189875

0.00

0.80

\$412.00

Correspondence re ADR certification (.5); review filing notice re same (.3).

12/19/2005

24095149

1/3/2006

L200

L230

Billed

Billable

7189875

0.00

2.40

\$1,236.00

Draft/revise joint case management conference statement (2.0); memo to client re same (.2); review draft Rule 26(f) statement (.2).

* Billed Value Column does not incorporate any premium or discount amount done at the time of billing.

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Phase

Task

W/P Stat

Billable
Prebill/Bill#

To Bill Hours

To Bill Value

Billed Hours

Billed Value *

12/22/2005	1/3/2006	L200	L230	Billed	Billable	0.00	2.20	\$1,133.00
24095935					7189875			

Work on joint case management conference statement and initial disclosures (1.2); review redrafts from PSI counsel (multiple) (1.0).

12/23/2005	1/3/2006	L200	L230	Billed	Billable	0.00	1.80	\$927.00
24103274					7189875			

Telephone conference Durham (4); review correspondence re case management conference report (.3); final revisions to CMC report and initial disclosures (.9); memo to client re Rule 26(f) report (.2).

12/27/2005	1/3/2006	L200	L230	Billed	Billable	0.00	0.50	\$257.50
24096190					7189875			

Review draft Rule 26(f) report.

12/28/2005	1/3/2006	L200	L230	Billed	Billable	0.00	0.20	\$103.00
24096295					7189875			

Review/revise Rule 26(f) report (.1); memo to client re filing (.1).

1/4/2006	2/1/2006	L200	L230	Billed	Billable	0.00	1.70	\$977.50
24185902					7200220			

Prepare for case management conference (1.1); review order from court re change of date (2); correspondence with opposing counsel re same (.4).

1/5/2006	2/1/2006	L200	L230	Billed	Billable	0.00	0.50	\$287.50
24186100					7200220			

Attend case management conference.

TOTAL Timekeeper 07049						0.00	12.90	\$6,775.50
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15369

Esmaili, Ranah L.

12/5/2005	12/20/2005	L200	L230	Billed	Billable	0.00	0.50	\$117.50
24012058					7189875			

Review case management conference statement in preparation for call with K. Thompson; confer with B. Phelps re: same.

12/6/2005	12/20/2005	L200	L230	Billed	Billable	0.00	2.70	\$634.50
24012059					7189875			

Conference call with K. Thompson and B. Phelps re: [REDACTED] confer with B. Phelps separately re: same; draft ADR Certification and letter to K. Thompson attaching same and ADR packet.

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Tran Date	Post Date	Phase	Task	W/P Stat	Billable	Prebill/Bill#	To Bill Hours	To Bill Value	Billed Hours	Billed Value *
12/8/2005	12/20/2005	L200	L230	Billed	Billable		0.00		1.90	\$446.50
24018552					7189875					
Draft witness list for case management conference statement; confer with Roberto Barrantes re: familiarity of facilities allowances and PSI allowance specifically for purposes of statement; confer with B. Phelps re: same; review opposing counsel emails re: ADR options and discovery schedule.										
12/9/2005	12/20/2005	L200	L230	Billed	Billable		0.00		0.40	\$94.00
24020699					7189875					
Confer with B. Phelps re: case management conference statement and joint ADR certificate; review emails from opposing counsel re: same.										
12/12/2005	12/20/2005	L200	L230	Billed	Billable		0.00		0.50	\$117.50
24026736					7189875					
Confer with D. Durham re: CMC statement; confer with B. Phelps re: same and re: ADR certification.										
12/13/2005	12/20/2005	L200	L230	Billed	Billable		0.00		0.50	\$117.50
24031641					7189875					
Confer with D. Durham (opposing counsel) re: joint ADR statement and case management issues, including discovery schedule; confer further with B. Phelps re: same; prepare joint ADR statement for filing.										
12/15/2005	12/20/2005	L200	L230	Billed	Billable		0.00		0.60	\$141.00
24037391					7189875					
Work with opposing counsel to revise joint ADR stipulation and proposed order and prepare to file.										
12/19/2005	12/20/2005	L200	L230	Billed	Billable		0.00		2.20	\$517.00
24048418					7189875					
Confer with K. Thompson re: CMC statement; confer with B. Phelps re: same; draft and revise Rule 26(f) report.										
12/20/2005	12/23/2005	L200	L230	Billed	Billable		0.00		0.40	\$94.00
24053561					7189875					
Confer with B. Phelps re: case management deadlines.										
12/21/2005	12/23/2005	L200	L230	Billed	Billable		0.00		2.40	\$564.00
24056165					7189875					
Revise Joint CMC statement per K. Thompson comments; conferences with B. Phelps and D. Durham to negotiate language of sections of joint statement; conferences with Theresa Haverfeld-Schwartz and Barbara Trumble re: documents for initial disclosures; conferences with D. Durham re: ADR stipulation and proposed order.										

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Timekeeper

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Phase

Task

W/P Stat

Prebill/Bill#

To Bill Hours

To Bill Value

Billed Hours

Billed Value *

Billable

0.00

0.00

1.60

\$376.00

12/22/2005 12/23/2005 L200 L230 Billed Billable 7189875 0.00 0.00 1.60 \$376.00

24062493
Revise drafts of case management conference statement; confer with opposing counsel and R. Phelps re: same and re: judge's request for electronic version of joint ADR stipulation and proposed order.

12/23/2005 12/23/2005 L200 L230 Billed Billable 7189875 0.00 0.00 0.60 \$141.00

24064530
Finalize and prepare to e-file joint case management statement; confer with D. Durham and B. Phelps re: same.

1/3/2006 2/1/2006 L200 L230 Billed Billable 7200220 0.00 0.00 1.00 \$320.00

24115145
Conference with R. Phelps re: case management conference and discovery issues; conferences with T. Haverfield-Schwartz (Valero) and T. Mayfield re: getting client's documents for review and production.

TOTAL Timekeeper 15369 0.00 0.00 15.30 \$3,680.50

Phlask_Task_Code L230 Totals 0.00 0.00 28.20 \$10,456.00

Phlask_Task_Code: L240

07049 Phelps, Robert C.

5/11/2006 6/1/2006 L200 L240 Billed Billable 7237358 0.00 0.00 3.20 \$1,840.00

24635581
Work on draft summary judgment motion/outline (1.1); collect documents to support summary judgment theories (2.1).

6/7/2006 6/22/2006 L200 L240 Billed Billable 7253196 0.00 0.00 1.30 \$747.50

24665907
Continue work on outline of summary judgment motion.

10/11/2006 11/1/2006 L200 L240 Billed Billable 7282233 0.00 0.00 4.50 \$2,587.50

25164875
Telephone conference Karen Thompson re MPSI declaration (2); telephone conference Blair Skellie re same (2); continue drafting summary judgment papers (3.0); research re scope of test for "unfairness" under section 17200 in non-direct competitor cases (1.1).

10/12/2006 11/1/2006 L200 L240 Billed Billable 7282233 0.00 0.00 1.80 \$1,035.00

25173822
Review recent section 17200 cases re test for "unfairness" in non-consumer/non-competitor cases (1.3); revise section of brief to incorporate research results (5).

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10/17/2006	11/1/2006	L200	L240	Billed	Billable 7282233	0.00		2.10	\$1,207.50
25173971									
Continue work on summary judgment motion (1.5); review drafts of latest MPSI declaration and supporting materials (.4); correspondence re same (.2).									
10/18/2006	11/1/2006	L200	L240	Billed	Billable 7282233	0.00		2.50	\$1,437.50
25174260									
Continue drafting summary judgment papers (1.4); draft Blair Skellie declaration (.9); correspondence with Ms. Skellie re same (.2).									
10/19/2006	11/1/2006	L200	L240	Billed	Billable 7282233	0.00		4.90	\$2,817.50
25165250									
Continue work on summary judgment motion.									
10/23/2006	11/1/2006	L200	L240	Billed	Billable 7282233	0.00		4.80	\$2,760.00
25165299									
Continue drafting summary judgment papers and supporting documents.									
10/25/2006	11/1/2006	L200	L240	Billed	Billable 7282233	0.00		4.40	\$2,530.00
25165622									
Continue revisions to summary judgment papers (3.8); revise Skellie declaration (.3); telephone conference Karen Thompson re same (.1); review final MPSI declaration (.2).									
10/26/2006	11/1/2006	L200	L240	Billed	Billable 7282233	0.00		5.50	\$3,162.50
25165686									
Continue drafting/revising summary judgment papers and supporting declarations (5.3); review correspondence from MPSI re declaration (.2).									
10/27/2006	11/1/2006	L200	L240	Billed	Billable 7282233	0.00		4.50	\$2,587.50
25165701									
Revise/finalize summary judgment papers.									
10/30/2006	11/1/2006	L200	L240	Billed	Billable 7282233	0.00		0.20	\$115.00
25174616									
Telephone conference Durham and follow up re motion calendaring issue.									
11/1/2006	12/1/2006	L200	L240	Billed	Billable 7290543	0.00		0.10	\$57.50
25269851									
Review order re summary judgment hearing date.									
11/3/2006	12/1/2006	L200	L240	Billed	Billable 7290543	0.00		0.50	\$287.50
25269891									
Review Durham letter and attached documents re possible request for judicial notice re Valero Refining output (for section 21200 jurisdiction point).									

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Matter	Tran Date	Post Date	Phase	Task	WIP Stat	Billable	Prebill/Bill#	To Bill Hours	To Bill Value	Billed Hours	Billed Value *
Timekeeper	Time #										
	11/21/2006	12/1/2006	L200	L240	Billed	Billable		0.00		0.20	\$115.00
	25275121					7290543					
	Correspondence re filing MPSI documents under seal as part of PSI response to summary judgment motion.										
	11/27/2006	12/1/2006	L200	L240	Billed	Billable		0.00		5.70	\$3,277.50
	25277780					7290543					
	Review PSI's response to summary judgment motion and supporting papers (1.4); begin drafting reply (1.9); research re jurisdictional and damage authorities cited by PSI (2.2); correspondence with client re summary judgment filing (2).										
	11/28/2006	12/1/2006	L200	L240	Billed	Billable		0.00		6.50	\$3,737.50
	25275235					7290543					
	Continue review papers filed by PSI in opposition to summary judgment motion (1.4); discuss strategy for reply (2); begin research and drafting reply papers (4.9).										
	11/29/2006	12/1/2006	L200	L240	Billed	Billable		0.00		5.90	\$3,392.50
	25275402					7290543					
	Continue drafting/revision summary judgment reply and supporting papers (5.7); telephone conference Marshall Wells (MPSI counsel) re motion to seal MPSI documents filed with Court (2).										
	11/30/2006	12/1/2006	L200	L240	Billed	Billable		0.00		5.20	\$2,990.00
	25277917					7290543					
	Continue draft/revise reply re summary judgment motion (3.5); review transcript of Ben-Zion expert deposition for possible use in reply (1.6); review order re filing MPSI documents under seal (1).										
	TOTAL Timekeeper 07/049										
								0.00		63.80	\$36,685.00
03369 Esmail, Ranah L.											
	10/2/2006	10/9/2006	L200	L240	Billed	Billable		0.00		2.50	\$912.50
	25078126					7282233					
	Draft MPSI declaration in support of motion for summary judgment based on MPSI PZS manual and notes from calls with M. Wells.										
	10/3/2006	10/9/2006	L200	L240	Billed	Billable		0.00		1.70	\$620.50
	25078200					7282233					
	Revise MPSI declaration to incorporate B. Phelps' comments; send to K. Thompson and Marshall Wells; review MPSI price zone maps in our document production; email to B. Trumbell re: whether the maps are from 2003.										
	10/5/2006	10/9/2006	L200	L240	Billed	Billable		0.00		0.40	\$146.00
	25081021					7282233					
	Calls to M. Wells re: MPSI declaration (2); calls and emails with B. Phelps re: same (2).										

* Billed Value Column does not incorporate any premium or discount amount done at the time of billing.

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10/6/2006	10/9/2006	L200	L240	Billed	Billable	7282233	0.00		3.50	\$1,277.50
25086630										
Conference calls with M. Wells to discuss revisions to declaration of R. Gardner (MPSI) (5); calls with B. Phelps re: same (2); call with R. Barrantes re: Luis Valencia deposition (1); revise declaration and send to B. Phelps (2,3); review MPSI production for price zone maps (4)										
10/13/2006	10/16/2006	L200	L240	Billed	Billable	7282233	0.00		1.30	\$474.50
25106817										
Calls with M. Wells re: MPSI declaration and production (3); confer with B. Phelps re: same (2); revise and serve expert disclosures (3); review and respond to emails from B. Trumbell re: Shinek and Trimble depositions (3); review and send additional Latham productions to B. Patrick to load into Concordance for review and potential production (2);										
10/16/2006	10/24/2006	L200	L240	Billed	Billable	7282233	0.00		2.80	\$1,022.00
25131458										
Calls with A. Gavin and M. Wells regarding MPSI declaration and whether price zone was split (1,2); calls with A. Gavin re: locating MPSI CD and price zone maps on CD (2); email B. Phelps re: same and [REDACTED] (1); load MPSI CD onto desktop computer and work with B. Patrick and T. Mayfield to load software to view CD (5); review MPSI CD (5); call with M. Wells re: whether MPSI would appear at trial or prefer to be deposed and email B. Phelps re: same (3);										
10/17/2006	10/24/2006	L200	L240	Billed	Billable	7282233	0.00		2.00	\$730.00
25131300										
Revise and send to M. Wells revised MPSI declaration (6); call to M. Wells re: same (2); emails with M. Wells to set up conference call to discuss same (2); draft cover letter enclosing revised transcript to C. Sperry and K. Thompson and send same (4); email B. Trumbell re: same (1); draft letter to A. Gavin enclosing MPSI deliverable CD and email B. Phelps and L. Pollit re: same (5);										
10/19/2006	10/24/2006	L200	L240	Billed	Billable	7282233	0.00		0.30	\$109.50
25129390										
Confer with B. Trumbell re: Shinek and Trimble depositions (1); calls and emails with M. Wells to discuss MPSI declaration (2);										
10/20/2006	10/24/2006	L200	L240	Billed	Billable	7282233	0.00		2.00	\$730.00
25129367										
Call with M. Wells re: MPSI declaration (4); call to B. Phelps re: same (1); emails with B. Phelps re: direct-supplied dealers (2); review draft motion for summary judgment and make comments for B. Phelps (1,3);										

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		10/23/2006	10/31/2006	L200	L240	Billed	Billable		0.00		4.60	\$1,679.00
	25134820						7282233					
Review and respond to emails from D. Durham and to B. Phelps re: outstanding joint discovery letter (.3); email B. Patrick re: whether all documents from Latham have been uploaded into concordance (.2); review and redline MPSI's revised declaration and discuss same with B. Phelps (.5); various calls with M. Wells to discuss MPSI declaration and to walk through MPSI PZS CD and locate price zone maps on CD (.9); work with MPSI Map to locate price zone maps (.7); calls and emails with A. Gavin re: MPSI CD and declaration (.3); review emails from B. Trumbell to confirm which alleged competitors are direct supplied dealers and email B. Phelps re: same (.3); review D. Durham emails re: documents he will seek judicial notice of (.3); confer with B. Phelps re: same and to give comments on draft motion for summary judgment (.5); draft declaration of A. Gavin in support of motion for summary judgment (.6).												
	10/24/2006		10/31/2006	L200	L240	Billed	Billable		0.00		4.50	\$1,642.50
	25162016						7282233					
Calls to A. Gavin re: finalizing declaration in support of motion for summary judgment (.2); research whether sophisticated business persons can claim unconscionability of contract terms for same (3.0); forward K. Thompson Court Order re: request for production nos. 64-65 (.2); email B. Phelps re: letter to M. Wells confirming MPSI's appearance at trial (.1); review MPSI's final declaration (.2); confer with M. Wells re: same (.1); revise and send B. Phelps A. Gavin declaration in support of motion for summary judgment (.3); emails and calls with A. Gavin re: email correspondence with MPSI and whether modifications we made to a price zone (.4).												
	10/25/2006		10/31/2006	L200	L240	Billed	Billable		0.00		5.50	\$2,007.50
	25161877						7282233					
Research local rules governing administrative applications (1.0); draft and revise administrative application to file documents under seal (.7); draft and revise declaration, stipulation and proposed order in support of same (.8); locate and gather all documentary and testimonial exhibits in support of motion for summary judgment (2.2); confirm that all authenticating deposition testimony for documents were included as exhibits to declaration (.3); organize exhibits for declaration (.5).												
	10/26/2006		10/31/2006	L200	L240	Billed	Billable		0.00		5.30	\$1,934.50
	25161867						7282233					
Research whether documents designated confidential under protective order are properly sealable (1.1); revise administrative application to file documents under seal, as well as declaration in support of application and proposed order granting application (2.2); create "under seal" version of declaration in support of motion for summary judgment (.9); research how to file documents under seal (.7); confer with L. Pollitt and B. Phelps re: same (.3).												
	10/30/2006		10/31/2006	L200	L240	Billed	Billable		0.00		0.00	
	25161826						7282233					
Research how to seek extension of motion cut-off; draft application and declaration in support of request for extension of motion cut-off.												

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WIP Stat

Prebill/Bl#

To Bill Hours

To Bill Value

Billed Hours

Billed Value *

10/31/2006	10/31/2006	L200	L240	Billed	Billable	0.00		0.90	\$328.50
25167704					7282233				

Draft proposed order granting request to extend motion cut-off (.4); Finalize and e-file administrative application to extend motion cut-off and supporting papers (.5).

11/28/2006	12/1/2006	L200	L240	Billed	Billable	0.00		5.90	\$2,153.50
25274710					7290543				

Meet with B. Phelps to discuss division of labor on reply in support of motion for summary judgment (.3); review opposition to motion for summary judgment and supporting documents and take notes on potential arguments and research questions (2.2); research whether under the Supply or Equipment Agreements notice is required to make changes to Credit Card Sales Guide (1.2); summarize same for use in reply brief (.5); research whether any provisions of the contracts expressly state that Valero is under no duty to use best and fastest processing (1.7).

11/30/2006	12/1/2006	L200	L240	Billed	Billable	0.00		4.90	\$1,788.50
25273747					7290543				

Review plaintiffs' exhibits and declarations in opposition to motion for summary judgments for evidentiary objections; review all citations to exhibits cited in points and authorities in opposition to motion for accuracy.

12/1/2006	12/13/2006	L200	L240	WIP	Billable	6.10	2,226.50	0.00	
25295769									

Draft objections to plaintiffs' evidence (2.5); draft summary of all mischaracterizations of evidence in plaintiffs' opposition brief (1.1); draft and revise settlement conference statement (2.2); review judge's standing order re: settlement conference statements (.3).

12/4/2006	12/13/2006	L200	L240	WIP	Billable	10.00	3,650.00	0.00	
25295580									

Review deposition testimony to determine whether declarations in opposition of motion for summary judgment contradict prior testimony to create triable issue; revise objections to plaintiffs' evidence; draft administrative application to file deposition transcript excerpts under seal; draft declaration, proposed order and notice of manual filing in support of same.

12/14/2006	12/18/2006	L200	L240	WIP	Billable	1.20	438.00	0.00	
25326905									

Review Court's order granting defendants' motion for summary judgment; call with B. Phelps to K. Thompson re: same; confer with B. Phelps re: judgment and bill of costs.

TOTAL Timekeeper 15369

Phlask_Task_Code L240 Totals	17.30	\$6,314.50	48.10	\$17,556.50
	17.30	\$6,314.50	111.90	\$54,241.50

Phlask_Task_Code: L250

07049 Phelps, Robert C.

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Tran Date	Post Date	Phase	Task	WIP Stat	Billable Prebill/Bill#	To Bill Hours	To Bill Value	Billed Hours	Billed Value *
1/6/2006	2/1/2006	L200	L250	Billed	Billable 7200220	0.00		0.30	\$172.50
24195114									
Review orders from January 5, 2006, case management conference.									
9/13/2006	10/3/2006	L200	L250	Billed	Billable 7282229	0.00		3.60	\$2,070.00
25070014									
Work on summary judgment motion.									
9/14/2006	10/3/2006	L200	L250	Billed	Billable 7282229	0.00		2.20	\$1,265.00
25070345									
Continue drafting summary judgment papers.									
9/15/2006	10/3/2006	L200	L250	Billed	Billable 7282229	0.00		1.40	\$805.00
25070542									
Research re "failure to read" contract issue relating to PSI's "unconscionability" defense to summary judgment motion.									
9/18/2006	9/19/2006	L200	L250	Billed	Billable 7282229	0.00		2.50	\$1,437.50
25014953									
Work on summary judgment motion.									
9/19/2006	9/20/2006	L200	L250	Billed	Billable 7282229	0.00		5.40	\$3,105.00
25017319									
Continue drafting summary judgment papers.									
9/21/2006	10/3/2006	L200	L250	Billed	Billable 7282229	0.00		6.20	\$3,565.00
25064675									
Review deposition transcripts for testimony to use in summary judgment motion.									
9/25/2006	9/29/2006	L200	L250	Billed	Billable 7282229	0.00		1.40	\$805.00
25048369									
Continue work on summary judgment motion.									
9/26/2006	9/29/2006	L200	L250	Billed	Billable 7282229	0.00		2.90	\$1,667.50
25048397									
Review Trimble deposition (.8), continue work on summary judgment motion (2.1).									
9/27/2006	10/3/2006	L200	L250	Billed	Billable 7282229	0.00		3.50	\$2,012.50
25064765									
Work on summary judgment motion.									

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9/29/2006 10/3/2006 L200 L250 Billed Billable 7282229 0.00 \$1,150.00 2.00 \$1,150.00

25064854
Research re 9th Circuit case law on "functional availability" defense.

10/2/2006 11/1/2006 L200 L250 Billed Billable 7282233 0.00 4.30 \$2,472.50

25172791
Continue drafting summary judgment brief (3.2); review Skelle deposition to determine what facts need to be supported by additional declaration from Skelle (1.1).

10/3/2006 11/1/2006 L200 L250 Billed Billable 7282233 0.00 4.00 \$2,300.00

25172870
Review price zone maps and related materials for MPSI declaration and review draft MPSI declaration (1.2); continue drafting summary judgment brief (2.6); review correspondence between PSI counsel and MPSI counsel re possible production of additional MPSI data (2).

10/4/2006 11/1/2006 L200 L250 Billed Billable 7282233 0.00 0.10 \$57.50

25173177
Review client's comments on draft MPSI Declaration.

TOTAL Timekeeper 07049 0.00 39.80 \$22,885.00

55369 Esmaili, Ranah L.

12/19/2006 12/22/2006 L200 L250 WIP Billable 1,204.50 0.00

25338047
Review file and pacer to determine number of discovery requests defendants and plaintiff propounded, number of discovery motions plaintiff brought and how many of these were unsuccessful, number of depositions defendants noticed and other facts for purpose of attorneys' fees application; draft insert to attorneys' fees application.

TOTAL Timekeeper 15369 3.30 \$1,204.50 0.00

Phlask_Task_Code L250 Totals 3.30 \$1,204.50 39.80 \$22,885.00

Phlask_Task_Code: L310
07049 Phelps, Robert C.

12/2/2005 1/3/2006 L300 L310 Billed Billable 7189875 0.00 1.00 \$515.00

24097055
Correspondence with PSI counsel re joint case management statement (3); review Durham's initial draft statement (5); correspondence with client re same (2).

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12/29/2005	1/3/2006	L300	L310	Billed	Billable	0.00		2.00	\$1,030.00
24096519					7189875				
Review initial disclosure documents.									
1/4/2006	2/1/2006	L300	L310	Billed	Billable	0.00		1.10	\$632.50
24185934					7200220				
Review discovery requests from plaintiff (.5); discuss logistics for Valero production of initial disclosure materials (.6).									
1/9/2006	2/1/2006	L300	L310	Billed	Billable	0.00		2.10	\$1,207.50
24207620					7200220				
Review materials for response to discovery requests (1.0); begin drafting proposed responses (1.0); correspondence with Karen Thompson re contact information (.1).									
1/11/2006	2/1/2006	L300	L310	Billed	Billable	0.00		0.80	\$460.00
24208131					7200220				
Correspondence with client re materials for discovery responses (.2); review documents from client (.6).									
1/17/2006	2/1/2006	L300	L310	Billed	Billable	0.00		0.20	\$115.00
24195332					7200220				
Review draft correspondence with client re document collection.									
1/24/2006	2/1/2006	L300	L310	Billed	Billable	0.00		0.20	\$115.00
24196841					7200220				
Telephone conference and follow-up re timing of discovery responses.									
1/26/2006	2/1/2006	L300	L310	Billed	Billable	0.00		0.50	\$287.50
24197149					7200220				
Discuss status of discovery responses and review correspondence with client re same.									
2/6/2006	3/1/2006	L300	L310	Billed	Billable	0.00		0.80	\$460.00
24300087					7208160				
Conference call re mediation issues.									
2/7/2006	3/1/2006	L300	L310	Billed	Billable	0.00		2.60	\$1,495.00
24301660					7208160				
Review/revise draft responses to plaintiffs discovery requests; follow up re potential "in commerce" defense to Robinson-Patman claim; correspondence with client re same.									

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2/8/2006	24286573	2/28/2006	L300	L310	Billed	Billable	7208160	0.00		5.90	\$3,392.50
Draft/revise Valero Refining responses to document requests, interrogatories and requests for admissions; draft/revise Valero Marketing and Supply responses to document requests, interrogatories and requests for admissions; telephone conference Elliot Bowytz re information for discovery responses; telephone conference Dave Williams re same.											
2/9/2006		2/28/2006	L300	L310	Billed	Billable		0.00		3.30	\$1,897.50
24286727							7208160				
Continue draft/revise discovery responses and review client's documents for possible use in discovery responses.											
2/15/2006		3/1/2006	L300	L310	Billed	Billable		0.00		1.10	\$632.50
24300877							7208160				
Review current drafts of discovery responses, proposed protective order and verification.											
2/21/2006		2/28/2006	L300	L310	Billed	Billable		0.00		0.70	\$402.50
24287544							7208160				
Discuss issues raised by PSI counsel re discovery responses; correspondence with Durham re same.											
4/4/2006		5/1/2006	L300	L310	Billed	Billable		0.00		0.50	\$287.50
24520922							7229126				
Review plaintiff's supplement to initial disclosure.											
4/5/2006		5/1/2006	L300	L310	Billed	Billable		0.00		0.50	\$287.50
24521056							7229126				
Review PSI's second wave of discovery requests.											
4/12/2006		5/1/2006	L300	L310	Billed	Billable		0.00		0.80	\$460.00
24514602							7229126				
Review PSI's draft joint letter brief re discovery motion (.5); work on Valero's inserts to joint brief (.3).											
4/12/2006		5/1/2006	L300	L310	Billed	Billable		0.00		1.10	\$632.50
24514566							7229126				
Work on response to PSI's second wave of discovery requests.											
4/28/2006		5/1/2006	L300	L310	Billed	Billable		0.00		2.70	\$1,552.50
24516844							7229126				
Draft discovery requests (interrogatories and document requests) (2.0); work on responses to PSI's second round of discovery requests (.7).											

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	5/1/2006		5/26/2006	L300	L310	Billed	Billable		0.00		3.20	\$1,840.00
	24595805						7237358					
Continued review of documents for use in interrogatory responses (1.1); drafted responses to interrogatories and document requests (set 2) (2.1).												
	5/3/2006		6/1/2006	L300	L310	Billed	Billable		0.00		0.70	\$402.50
	24636910						7237358					
Review/revise supplemental discovery responses.												
	5/10/2006		5/26/2006	L300	L310	Billed	Billable		0.00		0.70	\$402.50
	24596165						7237358					
Discuss follow up/supplementary discovery responses.												
	5/16/2006		5/30/2006	L300	L310	Billed	Billable		0.00		0.30	\$172.50
	24601350						7237358					
Review third set of interrogatories (0.2); correspondence with client regarding same (0.1).												
	5/17/2006		5/30/2006	L300	L310	Billed	Billable		0.00		0.10	\$57.50
	24601403						7237358					
Correspondence with client regarding volume information for interrogatory responses.												
	5/22/2006		5/26/2006	L300	L310	Billed	Billable		0.00		0.80	\$460.00
	24596916						7237358					
Review/revise supplemental discovery responses and responses to third set of interrogatories.												
	5/24/2006		5/26/2006	L300	L310	Billed	Billable		0.00		0.50	\$287.50
	24596965						7237358					
Review third document request (2); correspondence with Durham re error in proof of service (3).												
	5/24/2006		5/26/2006	L300	L310	Billed	Billable		0.00		0.90	\$517.50
	24596990						7237358					
Discuss issues for meet and confer with PSI's counsel (5); review further revisions to supplemental discovery responses (4).												
	5/31/2006		6/1/2006	L300	L310	Billed	Billable		0.00		1.10	\$632.50
	24623683						7237358					
Review/revise draft interrogatory responses (0.5); correspondence with client regarding same (0.4); discuss issues regarding "in competition" issue and MPSI price zone definitions (0.2).												
	6/2/2006		6/22/2006	L300	L310	Billed	Billable		0.00		0.40	\$230.00
	24664498						7253196					
Discuss revisions to interrogatory responses												

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6/6/2006	24665864	6/22/2006	L300	L310	Billed	Billable	7253196	0.00		0.30	\$172.50
Review correspondence from client re proposed revisions to discovery responses.											
6/7/2006	24665903	6/22/2006	L300	L310	Billed	Billable	7253196	0.00		0.70	\$402.50
Discuss and review revisions to interrogatory responses.											
6/12/2006	24691051	6/22/2006	L300	L310	Billed	Billable	7253196	0.00		0.60	\$345.00
Review/revise supplemental responses to discovery requests.											
6/13/2006	24693592	6/22/2006	L300	L310	Billed	Billable	7253196	0.00		0.20	\$115.00
Review correspondence from Durham re confidentiality designations.											
6/14/2006	24692644	6/22/2006	L300	L310	Billed	Billable	7253196	0.00		0.50	\$287.50
Review final supplemental responses.											
6/19/2006	24712968	6/28/2006	L300	L310	Billed	Billable	7253196	0.00		0.30	\$172.50
Review new discovery request from PSI (2); memo to client re same (1).											
6/21/2006	24713416	6/28/2006	L300	L310	Billed	Billable	7253196	0.00		1.30	\$747.50
Review new discovery requests (3); review/revise privilege log (6); review/revise draft response to third document request (4).											
6/22/2006	24713516	6/28/2006	L300	L310	Billed	Billable	7253196	0.00		1.60	\$920.00
Review price survey information supplied by client (2); discuss status of outstanding requests and pending discovery letters (3); conference call with client re same (9); correspondence with opposing counsel re same (2).											
6/23/2006	24713711	6/28/2006	L300	L310	Billed	Billable	7253196	0.00		0.50	\$287.50
Review price survey data from client.											
6/26/2006	24755505	7/5/2006	L300	L310	Billed	Billable	7253196	0.00		1.40	\$805.00
Review pricing survey and related information from client (8); memo to client re electronic data formats (2); follow up re PSI request to change confidentiality classification for certain documents (2); correspondence with PSI's counsel re disclosure of documents designated "confidential" (2).											

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		6/27/2006	24748761	7/5/2006	L300	L310	Billed	Billable	7253196	0.00		0.50	\$287.50
		Review sixth document request (.3); memo to client re same (.2).											
		6/30/2006	24754216	7/5/2006	L300	L310	Billed	Billable	7253196	0.00		1.00	\$575.00
		Conference call with Karen Thompson, Brenda Trumbull and Blair Skellie re discovery issues (.5); discuss follow up (.3); review documents needed for 30(b)(6) designation (.2).											
		7/5/2006	24844062	8/1/2006	L300	L310	Billed	Billable	7254937	0.00		0.40	\$230.00
		Review PSI interrogatories.											
		7/5/2006	24844102	8/1/2006	L300	L310	Billed	Billable	7254937	0.00		0.10	\$57.50
		Correspond with client regarding same.											
		7/6/2006	24844487	8/1/2006	L300	L310	Billed	Billable	7254937	0.00		1.00	\$575.00
		Review/revise draft discovery responses.											
		7/7/2006	24774845	8/1/2006	L300	L310	Billed	Billable	7254937	0.00		0.60	\$345.00
		Correspondence with Durham re document production issues (.2); review correspondence with client re availability of pricing data (.4).											
		7/11/2006	24781107	8/1/2006	L300	L310	Billed	Billable	7254937	0.00		0.70	\$402.50
		Review additional document requests propounded by PSI (.2); review correspondence re duplicated discovery requests (.2); discuss status of pending discovery disputes (.3).											
		7/13/2006	24845265	8/1/2006	L300	L310	Billed	Billable	7254937	0.00		1.10	\$632.50
		Review/revise current drafts of multiple discovery responses.											
		7/14/2006	24800420	8/1/2006	L300	L310	Billed	Billable	7254937	0.00		1.20	\$690.00
		Review/revise draft discovery responses (multiple).											
		7/19/2006	24800657	8/1/2006	L300	L310	Billed	Billable	7254937	0.00		1.70	\$977.50
		Revisions to Valero Marketing discovery responses (1.0); draft Valero Refining responses (.7).											

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	7/20/2006	8/1/2006	L300	L310	Billed	Billable 7254937	0.00		0.30	\$172.50
	24800697									
	Correspondence re finalizing discovery responses (.2); correspondence with Durham re verifications (.1).									
	7/21/2006	8/1/2006	L300	L310	Billed	Billable 7254937	0.00		1.60	\$920.00
	24823943									
	Correspondence re status of and changes to discovery responses (multiple) (.4); review proposed changes and incorporate into final documents (1.2).									
	7/26/2006	8/1/2006	L300	L310	Billed	Billable 7254937	0.00		0.30	\$172.50
	24824152									
	Correspondence with PSI counsel re documents produced on July 25.									
	8/2/2006	9/1/2006	L300	L310	Billed	Billable 7262160	0.00		0.30	\$172.50
	24966258									
	Correspondence with MPSI counsel re protective order.									
	8/8/2006	9/1/2006	L300	L310	Billed	Billable 7262160	0.00		0.90	\$517.50
	24969686									
	Review latest discovery requests from PSI (Sets 8-10) (.4); begin work on responses (.5).									
	8/9/2006	8/10/2006	L300	L310	Billed	Billable 7262160	0.00		0.50	\$287.50
	24883723									
	Review latest discovery requests (.3); discuss strategy for responses (.2).									
	8/10/2006	9/1/2006	L300	L310	Billed	Billable 7262160	0.00		0.70	\$402.50
	24969988									
	Review plaintiff's supplemental interrogatory response (.4); correspondence with client re same (.1); correspondence with PSI's counsel re request for additional interrogatories (.2).									
	8/10/2006	9/1/2006	L300	L310	Billed	Billable 7262160	0.00		0.60	\$345.00
	24969930									
	Follow up with client re information needed for supplemental discovery responses (.2); review additional requests from PSI (.4).									
	8/11/2006	8/14/2006	L300	L310	Billed	Billable 7262160	0.00		0.20	\$115.00
	24894412									
	Review Request for Admissions Set 3 (.1); correspondence with client re same (.1).									
	8/15/2006	8/17/2006	L300	L310	Billed	Billable 7262160	0.00		0.60	\$345.00
	24906476									
	Review latest discovery requests and related correspondence.									

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Billed Value *

8/16/2006	8/17/2006	L300	L310	Billed	Billable	0.00		0.30	\$172.50
24906880					7262160				

Review supplemental document responses and related correspondence.

8/28/2006	8/29/2006	L300	L310	Billed	Billable	0.00		0.50	\$287.50
24943436					7262160				

Review/revise responses to discovery requests.

8/29/2006	8/30/2006	L300	L310	Billed	Billable	0.00		0.20	\$115.00
24950501					7262160				

Review 13th document request (.1); telephone conference Durham (.1).

9/5/2006	9/6/2006	L300	L310	Billed	Billable	0.00		0.60	\$345.00
24976570					7282229				

Review/revise supplemental response to seventh document request (.4); correspondence with Durham re discovery cut off issues (.2).

9/21/2006	10/3/2006	L300	L310	Billed	Billable	0.00		0.20	\$115.00
25064716					7282229				

Review correspondence re MPSI documents.

9/25/2006	9/29/2006	L300	L310	Billed	Billable	0.00		0.70	\$402.50
25048257					7282229				

Review/revise amended discovery responses and responses to 13th document request.

9/28/2006	9/29/2006	L300	L310	Billed	Billable	0.00		0.20	\$115.00
25048612					7282229				

Discuss verification issues re amended interrogatory responses.

9/28/2006	9/29/2006	L300	L310	Billed	Billable	0.00		0.20	\$115.00
25048538					7282229				

Discuss with Durham PSI's failure to timely respond to Valero's second request for production.

9/29/2006	10/3/2006	L300	L310	Billed	Billable	0.00		0.20	\$115.00
25064983					7282229				

Review PSI's response to Valero Second Document request.

10/3/2006	11/1/2006	L300	L310	Billed	Billable	0.00		0.10	\$57.50
25172964					7282233				

Review correspondence from Latham counsel re additional pricing documents to be produced in PSI v. Valero.

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Billable
Prebill/Bill#

To Bill Hours

To Bill Value

Billed Hours

Billed Value *

TOTAL Timekeeper 07/049

0.00

61.50

\$35,182.50

5369 Esmail, Ranah L.

10/3/2005 10/11/2005 L300 L310 Billed Billable 0.00 0.30 \$70.50
23781716 7172675

Review plaintiff's email and proposed informal requests for admissions.

12/28/2005 12/29/2005 L300 L310 Billed Billable 0.00 0.80 \$188.00
24073788 7189875

Draft defendants' initial disclosures.

1/10/2006 2/1/2006 L300 L310 Billed Billable 0.00 0.70 \$224.00
24124349 7200220

Confer with R. Phelps and B. Patrick re: CDs from client and loading into concordance;
review same in concordance; confer with T. Haverfield-Schwartz re: arrival of CDs.

1/12/2006 2/1/2006 L300 L310 Billed Billable 0.00 0.90 \$288.00
24131932 7200220

Conferences with R. Phelps re: obtaining price surveys, bay area Valero station lists and
information re: Valero dealers' pool margins and re: drafting discovery requests aimed at
determining relevant geographic market.

1/13/2006 2/1/2006 L300 L310 Billed Billable 0.00 2.80 \$896.00
24131944 7200220

Review documents produced by plaintiff; review complaint and plaintiff's discovery requests in
preparation for document review.

1/24/2006 2/1/2006 L300 L310 Billed Billable 0.00 0.30 \$96.00
24159909 7200220

Confer with opposing counsel re: obtaining extension for discovery responses; confer with R.
Phelps re: same.

2/7/2006 3/1/2006 L300 L310 Billed Billable 0.00 2.60 \$832.00
24282074 7208160

Emails with client re: draft discovery responses; determine what type of production indices
are easily generated from Concordance and discuss same and what fields to populate on
indices with T. Haverfield-Schwartz; conference with D. Durham re: fax from magistrate's
chambers.

2/8/2006 3/1/2006 L300 L310 Billed Billable 0.00 0.30 \$96.00
24282126 7208160

Email T. Haverfield-Schwartz re: options for creating indices for document production and
fields to be populated.

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WIP Included: Unbilled, Billed

Time Included: Billable, NonBillable, Accountable

From Transaction Date 8/1/2005 To Transaction Date 12/20/2006

Client

Matter

Timekeeper

Tran Date

Time #

Post Date

Phase

Task

WIP Stat

Billable
Prebill/Bill#

To Bill Hours

To Bill Value

Billed Hours

Billed Value *

24282148	2/9/2006	3/1/2006	L300	L310	Billed	Billable	7208160	0.00		0.80	\$256.00
Edit draft discovery responses in preparation to send to client for review.											
24292432	2/15/2006	3/1/2006	L300	L310	Billed	Billable	7208160	0.00		2.00	\$640.00
Revise protective order; draft verifications and send to client for execution; emails from T. Haverfield-Schwartz re: Skelle deposition in other Valero matter.											
24292483	2/16/2006	3/1/2006	L300	L310	Billed	Billable	7208160	0.00		3.10	\$992.00
Confer with M. Morris and T. Haverfield-Schwartz re: comments to discovery responses; revise responses to incorporate client comments; discuss responses to particular requests; finalize responses and verifications and prepare to serve.											
24447515	4/5/2006	5/1/2006	L300	L310	Billed	Billable	7229126	0.00		1.30	\$416.00
Review plaintiff's motion to compel and consider best arguments for opposition brief; calculate time to file opposition brief.											
24447511	4/6/2006	5/1/2006	L300	L310	Billed	Billable	7229126	0.00		0.50	\$160.00
Review letter from magistrate judge taking plaintiff's motion to compel off calendar and requiring in-person meet and confer and consider strategy re: same.											
24448841	4/10/2006	5/1/2006	L300	L310	Billed	Billable	7229126	0.00		2.90	\$928.00
Review meet and confer letters to determine which requests are easily resolved in advance of filing joint meet and confer letter; review Exxon/Valero sale and purchase agreement and draft email to Exxon seeking permission to produce table of contents; revise verifications to interrogatories; draft email to client to update on discovery dispute and re: consent decrees.											
24486759	4/20/2006	5/1/2006	L300	L310	Billed	Billable	7229126	0.00		0.90	\$288.00
Review Court Order requesting the parties to file separate joint letters concerning discovery dispute by category of request or subject matter; begin drafting responses to second set of discovery requests propounded by plaintiff.											
24599342	5/3/2006	6/1/2006	L300	L310	Billed	Billable	7237358	0.00		3.00	\$960.00
Review plaintiff's production and Valero documents in concordance database to locate communications to identify in defendants' responses to plaintiff's second set of interrogatories; locate sections of credit card sales guide supporting decision to withdraw facilities allowance.											

* Billed Value Column does not incorporate any premium or discount amount done at the time of billing.

W/P Included: Unbilled, Billed

Time Included: Billable, NonBillable, Accountable

From Transaction Date 8/1/2005 To Transaction Date 12/20/2006

Client

Matter

Timekeeper

Tran Date

Time #

Post Date

Phase

Task

W/P Stat

Billable

Prebill/Bill#

To Bill Hours

To Bill Value

Billed Hours

Billed Value *

24599280

5/7/2006

6/1/2006

L300

L310

Billed

Billable

7237358

0.00

0.80

\$256.00

Send all discovery-related documents to K. Thompson via email per her request.

24599273

5/8/2006

6/1/2006

L300

L310

Billed

Billable

7237358

0.00

0.90

\$288.00

Finalize and serve responses to second set of discovery requests and verifications to the interrogatories; confer with B. Trumbell re: verifications.

24586294

5/19/2006

6/1/2006

L300

L310

Billed

Billable

7237358

0.00

4.40

\$1,408.00

Draft defendants' responses to plaintiffs third set of discovery requests and verifications to the interrogatories; revise defendants' supplemental responses to the first set of discovery requests; confer with B. Trumbell re: gathering documents responsive to the third set of requests and supplemental responses to the first set; call K. Myers (Latham counsel in Ishaq) re: what documents tagged attorneys eyes only; confer with D. Durham re: meeting-and-confering about Valero's responses to the second set of discovery requests.

24599025

5/24/2006

6/1/2006

L300

L310

Billed

Billable

7237358

0.00

0.80

\$256.00

Confer with B. Phelps re: meet and confer re: plaintiffs second set of requests for production and stipulation to extension of deadline to mediate; review D. Durham's email meet and confer and consider suggestions on to narrow requests; review credit card guides in plaintiffs' additional production and determine custodian of records at client likely to have further records of when credit card guides were sent.

24598975

5/25/2006

6/1/2006

L300

L310

Billed

Billable

7237358

0.00

1.40

\$448.00

Meet and confer in-person with D. Durham re: defendants' responses to second set of requests for production and ways to narrow the requests; confer with B. Phelps re: same; draft email summary of outcome of meeting with D. Durham.

24632617

5/31/2006

6/1/2006

L300

L310

Billed

Billable

7237358

0.00

2.10

\$672.00

Confer with B. Trumbell re: gasoline sales data; revise responses to third set of interrogatories accordingly; confer with B. Phelps re: same; emails to K. Thompson attaching responses to third set of interrogatories and supplemental responses to first set of discovery requests and seeking further documents responsive to plaintiffs various discovery requests.

24653400

6/1/2006

6/8/2006

L300

L310

Billed

Billable

7253196

0.00

0.40

\$128.00

Review PSI's responses to Valero's first set of discovery requests; email to K. Thompson re: obtaining Dane Williams' documents; information concerning distributor in PSI's price zone; send K. Thompson draft supplemental responses to first set of discovery requests and draft responses to third set of interrogatories; confer with B. Trumbell and B. Phelps re: same.

Client: [REDACTED]
Matter: [REDACTED]
Time Included: Unbilled, Billed
Time Included: Billable, NonBillable, Accountable
From Transaction Date 8/1/2005 To Transaction Date 12/20/2006

Tran Date	Time #	Post Date	Phase	Task	WIP Stat	Prebill/Bl#	To Bill Hours	To Bill Value	Billed Hours	Billed Value *
6/5/2006	24653323	6/15/2006	L300	L310	Billed	Billable	0.00		0.30	\$96.00
Confer with B. Trumbell re: non-direct supplied Valero branded dealers in PSI's price zone; confer with B. Phelps re: same and whether to object to producing these dealer's information in discovery.										
6/6/2006		6/15/2006	L300	L310	Billed	Billable	0.00		1.40	\$448.00
24653406						7253196				
Confer with B. Trumbell re: numbers of distributor in any of PSI's price zones and K. Applegate's title at Valero Refining; revise responses to third set of interrogatories, volume history chart, and verification to interrogatories; send same to K. Thompson.										
6/8/2006		6/15/2006	L300	L310	Billed	Billable	0.00		0.50	\$160.00
24658317						7253196				
Review D. Durham's letter brief re: second set of document requests; confer with B. Phelps re: same; email to B. Trumbell re: credit card sales guides and exemplar records of credit card processing fees.										
6/12/2006		6/27/2006	L300	L310	Billed	Billable	0.00		1.20	\$384.00
24699107						7253196				
Revise supplemental responses to first set of requests for production and interrogatories and re-send to K. Thompson.										
6/14/2006		6/27/2006	L300	L310	Billed	Billable	0.00		5.00	\$1,600.00
24699175						7253196				
Conference calls with B. Trumbell and Jennifer Dishong re: [REDACTED]; confer with K. Thompson re: comments on supplemental responses to first set of discovery requests; revise same and serve; confer with B. Phelps re: final cut of document production and how designated non-responsive and privileged documents for purposes of production; call with B. Phelps and D. Durham re: plaintiffs' claims re: credit card processing for purposes of discovery.										
6/19/2006		6/27/2006	L300	L310	Billed	Billable	0.00		0.30	\$96.00
24699519						7253196				
Review most recent set of discovery requests propounded by plaintiff; determine all outstanding discovery requests and calendar deadlines for responses.										
6/26/2006		7/5/2006	L300	L310	Billed	Billable	0.00		0.30	\$96.00
24748989						7253196				
Emails with B. Trumbell re: price surveys and third set of requests for production.										
6/29/2006		7/5/2006	L300	L310	Billed	Billable	0.00		2.00	\$640.00
24748020						7253196				

Begin drafting responses to plaintiffs fourth, fifth and sixth sets of discovery requests, second set of requests for admissions and fourth set of interrogatories; emails with B. Trumbell following up on incomplete and potentially privileged documents for production; review B. Trumbell emails with pricing spreadsheets.

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W/P Included: Unbilled, Billed

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From Transaction Date 8/1/2005 To Transaction Date 12/20/2006

Client

Matter

Timekeeper

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Time #

Post Date

Phase

Task

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Billable

Prebill/Bill#

To Bill Hours

To Bill Value

Billed Hours

Billed Value *

24747560	6/30/2006	7/5/2006	L300	L310	Billed	Billable	7253196	0.00		0.30	\$96.00
Confer with B. Phelps re: outcome of call with B. Skellie and re: whether to produce pricing documents and exemplar records of credit card fees, and how to respond to requests seeking information pertaining to MPSI pricing surveys.											
24781632	7/5/2006	7/21/2006	L300	L310	Billed	Billable	7254937	0.00		1.50	\$480.00
Revise responses to fourth, fifth and sixth set of discovery responses, fourth set of interrogatories and second set of RFAs per recent discussions with B. Trumbell.											
24772476	7/7/2006	7/21/2006	L300	L310	Billed	Billable	7254937	0.00		1.00	\$320.00
Emails with B. Trumbell to determine how far back Valero has data for DTW pricing and price surveys and whether Valero has maps of price zones and origin of maps; confer with B. Phelps re: same.											
24781637	7/7/2006	7/21/2006	L300	L310	Billed	Billable	7254937	0.00		4.10	\$1,312.00
Revise responses to fourth, fifth and sixth sets of RFAs and third set of interrogatories in accordance with information from B. Trumbell re: availability of DTW and price survey information; Emails with B. Trumbell clarifying whether the stations PSI seeks pricing information about are direct supplied dealers or distributors, and whether have MPSI zone books or maps.											
24772454	7/11/2006	7/21/2006	L300	L310	Billed	Billable	7254937	0.00		1.80	\$576.00
Review emails from D. Durham re: his withdrawal of certain sets of discovery requests and service of others; email D. Durham for clarification; review all outstanding discovery requests and joint letters and requests by D. Durham re: in-person meet and confer; confer with B. Phelps re: same; call and email to B. Trumbell re: scheduling time to discuss scheduling depositions; review email from B. Trumbell re: interview with Rosemary Lee.											
24781594	7/12/2006	7/21/2006	L300	L310	Billed	Billable	7254937	0.00		0.60	\$192.00
Conference call with B. Trumbell and B. Phelps re: deposition schedule whether Valero maintains DTW prices from before July 2003, and how DTW pricing is done for distributors.											
24875148	8/7/2006	8/8/2006	L300	L310	Billed	Billable	7262160	0.00		1.50	\$547.50
Review emails from D. Durham and B. Trumbell re: depositions, discovery and expert issues; confer with B. Phelps re: upcoming depositions, discovery requests to amend and documents that must be loaded into concordance, Bates stamped and produced.											